

James E. DeLine (P45205) (Admitted *Pro Hac Vice*)
P. Warren Hunt (P69713) (Admitted *Pro Hac Vice*)
Kerr, Russell and Weber, PLC
500 Woodward Ave, Suite 2500
Detroit, MI 48226
Telephone: (313) 961-0200
Facsimile: (313) 961-0388

Counsel for Ferndale Electric Company, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re	:	Chapter 11
	:	
GENERAL MOTORS CORP., <i>et al.</i> ,	:	Case No. 09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
-----X		

**OBJECTION OF FERNDALE ELECTRIC COMPANY, INC. TO NOTICE OF (I)
DEBTORS' INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY
CONTRACTS, UNEXPIRED LEASES OF PERSONAL PROPERTY, AND UNEXPIRED
LEASES OF NONRESIDENTIAL REAL PROPERTY
AND (II) CURE AMOUNTS RELATED THERETO**

Ferndale Electric Company, Inc., (hereinafter "Ferndale Electric"), a creditor and interested party, objects to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases and (II) Cure Amounts Related Thereto ("Assumption Notice") served upon Ferndale Electric by the above captioned debtors and debtors-in-possession (collectively, the "Debtors") pursuant to the Court's Bidding Procedures Order (Docket No. 274). In support of the objection, Ferndale Electric states:

1. The Debtors mailed an Assumption Notice to Ferndale Electric on June 5, 2009. Ferndale Electric did not receive the Assumption Notice until June 8, 2009.
2. The Debtors are parties to an executory contract with Ferndale Electric.

3. The Debtors have proposed assuming and assigning Ferndale Electric's executory contract (the "Designated Contract").

4. Ferndale Electric, using the login and password provided by the Debtors, repeatedly checked the Debtors' contract notice website, but no Cure Amount was ever listed by the Debtors.

5. Because Ferndale Electric files this objection with 10 days of receipt and because no Cure Amount has yet to be listed by the Debtors, Ferndale Electric ask the Court to consider this objection as timely filed under the circumstances.

6. Ferndale Electric objects to the Assumption Notice to the extent that no Cure Amount is identified by the Debtors. Ferndale Electric is owed a substantial sum for pre-petition goods and/or services provided to the Debtors under the Designated Contract.

7. Ferndale Electric also objects to the extent that the Debtors' Notice would allow payment of less than all pre-petition and post-petition obligations owed by Debtors to Ferndale Electric, as is required by § 365 of the Bankruptcy Code. *In re Burger Boys*, 94 F.3d 755, 763 (2nd Cir. 1996).

8. Ferndale Electric further objects to the extent Debtors' Notice would allow assumption of executory contracts without satisfying the requirements in § 365(b)(1). *See also Aetna Casualty & Surety Co. v. Gamel*, 45 B.R. 345, 348 (N.D.N.Y. 1984) (citing *In re Luce Industries, Inc.*, 8 B.R. 100, 104 (Bankr. S.D.N.Y. 1980) *rev'd on other grds.*, 14 B.R. 529 (S.D.N.Y. 1981)).

9. Ferndale Electric reserves any and all rights arising from or associated with the Designated Contract or subsequently Designated Contracts.

10. Because the authority upon which Ferndale Electric relies is incorporated into this objection, Ferndale Electric respectfully requests that the Court deem satisfied or, alternatively, waive any requirement of the filing of a separate memorandum of law contained in Local Bankruptcy Rule 9013-1(a).

11. Because Ferndale Electric files this objection before having all necessary information regarding the Designated Contract or the proposed Cure Amount, Ferndale Electric reserves the right to amend this objection to include additional facts or arguments as may be determined by further investigation and also to raise such other and further objections to any proposed assumption and assignment or Cure Amount with respect to Ferndale Electric's Designated Contract or other contracts with the Debtors.

WHEREFORE, Ferndale Electric respectfully requests that the Court enter an order (a) sustaining this objection in its entirety, (b) reserving its rights in connection with any Designated Contracts or Cure Amounts listed and (c) providing Ferndale Electric with such other and further relief as is appropriate.

Respectfully submitted,

KERR, RUSSELL AND WEBER, PLC

By: /s/ P. Warren Hunt

James E. DeLine (Admitted *Pro Hac Vice*)
P. Warren Hunt (Admitted *Pro Hac Vice*)
Kerr, Russell and Weber, PLC
Counsel for Ferndale Electric Company, Inc.
500 Woodward Ave, Suite 2500
Detroit, MI 48226
Telephone: (313) 961-0200
Facsimile: (313) 961-0388

Dated: June 19, 2009

James E. DeLine (P45205) (Admitted *Pro Hac Vice*)
P. Warren Hunt (P69713) (Admitted *Pro Hac Vice*)
Kerr, Russell and Weber, PLC
500 Woodward Ave, Suite 2500
Detroit, MI 48226
Telephone: (313) 961-0200
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CERTIFICATE OF SERVICE

I hereby certify that on June 19, 2009, I electronically filed the foregoing Objection to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases and (II) Cure Amounts Related Thereto, and this Certificate of Service with the Clerk of the Court using the ECF system which will send notification of such filing to all ECF participants. A copy of this document was also served on the following parties on June 18, 2009 via Federal Express mail:

Warren Command Center
Mailcode 480-206-114
General Motors Corporation
Cadillac Building
30009 Van Dyke Avenue
Warren, MI 48090

Harvey R. Miller, Esq.
Stephen Karotkin, Esq.
Joseph H. Smolinsky, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York, 10153

Matthew Feldman, Esq.
U.S. Treasury
1500 Pennsylvania Avenue NW

Room 2312
Washington, D.C., 20220

John R. Rapisardi, Esq.
Cadwalader, Wickersham & Taft, LLP
One World Financial Center
New York, New York 10281

Kenneth Eckstein, Esq.
Thomas Moers Mayer, Esq.
Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, New York 10036

Michael J. Edelman, Esq.
Michael L. Schein, Esq.
Vedder Price, P.C.
1633 Broadway, 47th Floor
New York, New York 10036

Office of the United States Trustee for the
Southern District of New York
33 Whitehall Street
21st Floor
New York, New York 10004
Attn: Diana G. Adams, Esq.

Chambers Copy
Hon. Robert E. Gerber
United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 621
New York, New York 10004-1408

/s/ P. Warren Hunt
P. Warren Hunt (P69713) (*Pro Hac Vice*)
James E. DeLine (P45205) (*Pro Hac Vice*)
KERR, RUSSELL AND WEBER, PLC
Counsel for Ferndale Electric Company, Inc.
500 Woodward Avenue, Suite 2500
Detroit, MI 48226-3406
313-961-0200 (telephone)
313-961-0388 (facsimile)

Dated: June 19, 2009